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成都托普科技股份有限公司

**Chengdu Top Sci-Tech Company Limited\***

*(a joint stock limited company incorporated in the People’s Republic of China with limited liability)*

**(Stock Code: 8135)**

## **Notice of Extraordinary General Meeting**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“EGM”) of Chengdu Top Sci-Tech Company Limited (“the Company”) will be held at Xiruan, Top Road, Hong Guang Zhen, Pi County, Chengdu, the People’s Republic of China on Friday, 29 April 2005 at 10 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

### **As Ordinary Resolutions:**

1. To consider and approve the appointment of Ms. Feng Yun Juan, as Independent Non-executive Director of the Company. *(Note 1)*
2. To consider and approve the appointment of Messrs. KLL Associates CPA Limited, as the auditors of the Company to carry out the audit on the revised financial statements of the Company and its subsidiaries (the “Group”) for year 2003 (“Re-audit”) in continuance of the retired auditors of the Company, Messrs. PricewaterhouseCoopers, Certified Public Accountants, which would not participate into the Re-audit and to authorize the Board of Directors to determine their remuneration.
3. To consider and approve the appointment of Messrs. KLL Associates CPA Limited, as the auditors of the Company to carry out the audit on the financial statements of the Group for year 2004 and to hold office until the conclusion of the next annual general meeting of the Company in place of Messrs. RSM Nelson Wheeler, Certified Public

Accountants, which do not accept the appointment as the auditors of the Company as they could not reach an agreement with the board of directors regarding the auditors' remuneration in respect of the financial statements for year 2004 and to authorize the Board of Directors to determine their remuneration.

4. To consider and approve the Board of Directors to determine the timing of convening the next annual general meeting of the Company when the Re-audit and the audit for year 2004 are completed, and to waive the Board of Directors in strict compliance with Article 60 of the Company's Articles of Association, which requires the Company to convene the next annual general meeting of the Company on or before 30 June 2005.

By order of the Board  
**Chen Bao Yu**  
*Chairman*

\* *For identification purpose only*

As at the date of this announcement, the members of the Board of the Directors are:

Mr. Chen Bao Yu (*Executive Director*)  
Mr. Long Ji Gang (*Executive Director*)  
Mr. Chen Wei Xin (*Executive Director*)  
Mr. Xu Jian Ping (*Non-executive Director*)  
Professor Yang Ji Ke (*Independent Non-executive Director*)  
Professor Wang Ming Dong (*Independent Non-executive Director*)  
Ms. Xiao Bin (*Independent Non-executive Director*)

Chengdu, the PRC  
14 March 2005

*Notes:*

#### 1. **Biography of Ms. Feng Yun Juan**

Ms. Feng Yun Juan (馮運娟), aged 42. In 1988, she graduated from the accounting faculty of Southwest University of Finance and Economics with a bachelor degree in economic, and subsequently received the title of Accountant from Sichuan branch of China Construction Bank. Ms. Feng joined the Chengdu second sub-branch of China Construction Bank in July 1988 and was the vice officer and the vice head of accounting department of the office. In March 1999, she jointed the Chengdu branch of China Everbright Bank and was the vice general manager of finance and accounting department. Currently, she is the general manager of finance and accounting department. Ms. Feng has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. The term of director's service is 3 years. The amount of the director's remuneration to be specified in his service contract shall not be exceeding RMB200,000 per annum, including basic salaries and discretionary bonus payments, and is determined according to her performance and working experience, the Company's results and market condition. Saved as aforesaid, she is not related to any directors, supervisors, senior management, management shareholders or controlling shareholders of the Company. The Board would like to confirm that there are no other matters that need to be brought to the attention of holders of securities of the Company.

## 2. **Eligibility for attending the EGM**

Holders of the Company's H Shares whose names appear on the Register of Members maintained by Hong Kong Registrars Limited and holders of domestic shares whose names appear on the domestic shares register maintained by the Company at the close of business on 8 April 2005 are eligible to attend the EGM.

## 3. **Voting method**

The voting method in the EGM will be proceeded by poll.

## 4. **Proxy**

- (i) A member eligible to attend and vote at the EGM is entitled to appoint, in written form, one or more proxies to attend and vote on behalf of him. A proxy needs not be a shareholder.
- (ii) A proxy should be appointed by a written instrument signed by the appointor or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the appointor, the power of attorney authorising that attorney to sign or other authorisation document(s) shall be notarised.
- (iii) To be valid, the power of attorney or other authorisation document(s) which have been notarised together with the completed form of proxy must be delivered, in the case of holders of domestic shares, to the Company and, in the case of holders of H Shares, to Hong Kong Registrars Limited, not less than 24 hours before the time designated for holding of the EGM.
- (iv) A proxy shall exercise the right to vote by poll.

## 5. **Registration procedures for attending the EGM**

- (i) A shareholder or his proxy shall produce proof of identity when attending the meeting. If a shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such persons to attend the meeting.
- (ii) Holders of H Shares and domestic shares intending to attend the EGM should return the reply slip for attending the EGM to the Company on or before 9 April 2005.
- (iii) Shareholders may send the above reply slip to the Company (Attention: Office of the Board) in person, by post or by fax.

## 6. **Closure of Register of Members**

The register of members of the Company will be closed from 30 March 2005 to 28 April 2005 (both days inclusive).

7. **Other Businesses**

(i) The EGM will not last for more than one day. Shareholders who attend shall bear their own travelling and accommodation expenses.

(ii) The address of the Share Registrar for H Shares of the Company, Hong Kong Registrars Limited, is at:

46/F., Hopewell Centre  
183 Queen's Road East, Wanchai  
Hong Kong

(iii) The registered address of the Company is at:

Top Technology City  
Tu Qiao Industrial Development Zone  
Jin Niu District  
Chengdu  
The People's Republic of China

Telephone : 8628-8282 0038

Fax : 8628-8282 0039

*This announcement will remain on the "Latest Company Announcements" page of the GEM website for at least 7 days from the date of its publication.*

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